

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574**

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Chitina Recording District in Book 7 Pages 0845 through 0952 on July 11, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 18th day of September, 2001 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for the Trans Alaska Pipeline System owner companies located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land for a temporary construction zone to accommodate the installation and maintenance of a U-shaped gravel containment berm and one or more diversion dikes on the south bank of the Tazlina River at pipeline milepost 687.0. These structures will provide additional response time for area responders to take intervening action, in the event of an oil spill, before oil reaches the Tazlina River.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands within the Chitina Recording District described as:

Township 3 North, Range 1 West, Copper River Meridian, Alaska.

Section 6, NE4, those lands lying easterly and within 400 feet of the easterly Trans-Alaska Pipeline System (TAPS) right-of-way boundary and lying westerly and within 100 feet of the westerly TAPS right-of-way boundary, and those lands lying within approximately 150 feet of the centerline of the entire length of the old material site access road, as depicted on the drawing submitted with the Issued for Construction package labeled:

"ALYESKA PIPELINE SERVICE COMPANY OSCP CONTAINMENT DIKES
PROJECT NO. F209 TAZLINA RIVER – SOUTH BANK (MP 686.9) SITE
PLAN".

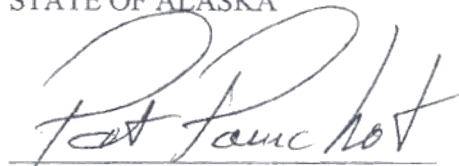
Containing approximately 20.0 acres.

The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

The lands needed to accommodate the containment berm and dike(s) after construction will be substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the structures to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 will be amended to reflect the final, amended legal description.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA



Pat Pourchot
Commissioner
Department of Natural Resources

LESSEE



Alyeska Pipeline Service Company
Agent for the
Trans Alaska Pipeline System owner companies

STATE OF ALASKA

ss.

THIRD JUDICIAL DISTRICT

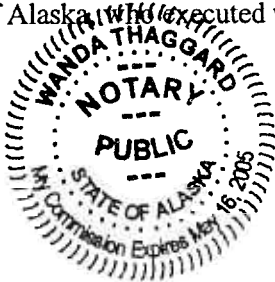
THIS IS TO CERTIFY that on the 18th day of September, 2001, before me, personally appeared Peter C. Nagel, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

Public J. White
Notary Public in and for the State of Alaska
My Commission expires 9/21/04

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 18th day of September, 2001, before me, personally appeared Pat Pourchot, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.



Wanda Thaggard
Notary Public in and for the State of Alaska
My Commission expires May 16, 2005